



CORPORATION SERVICE COMPANY

RECORDATION NO. 21876-A FILED

AUG 29 '05

4-24 PM

SURFACE TRANSPORTATION BOARD



August 26, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 146751-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 7, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CORN PRODUCTS INTERNATIONAL**
5 Westbrook Corporate Center Westchester, IL 60154

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CORN PRODUCTS INTERNATIONAL** covering 24 hopper cars with reporting marks and numbers – CEFX 11228 – CEFX 13216 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 21876 dated 12/16/1998 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

AUG 29 '05

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MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 7th day of March, 2005 is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Corn Products International, a Delaware corporation, with an address at 5 Westbrook Corporate Center, Westchester, Illinois 60154 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease dated as of December 1, 1998 (the "Lease") covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on December 16, 1998 as Recordation No. 21876.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CORN PRODUCTS INTERNATIONAL

By: Kimberly A. Heister
Name: Kimberly A. Heister
Title: Corporate Treasurer

Schedule A

Number of Cars

Equipment Description

24	5,150 C.F. covered hopper car with gravity gates and trough hatches	
1	CEFX	11228
2	CEFX	12125
3	CEFX	12157
4	CEFX	12231
5	CEFX	12237
6	CEFX	12251
7	CEFX	12275
8	CEFX	12301
9	CEFX	12357
10	CEFX	12365
11	CEFX	12380
12	CEFX	12568
13	CEFX	12575
14	CEFX	12600
15	CEFX	12610
16	CEFX	12611
17	CEFX	12667
18	CEFX	12679
19	CEFX	12734
20	CEFX	12768
21	CEFX	12791
22	CEFX	12832
23	CEFX	12848
24	CEFX	13216